

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

April 12, 2004

IN RE:

**PETITION FOR ARBITRATION OF CELLCO PARTNERSHIP
D/B/A VERIZON WIRELESS**

**DOCKET NO.
03-00585**

**PETITION FOR ARBITRATION OF BELL SOUTH MOBILITY
LLC; BELL SOUTH PERSONAL COMMUNICATIONS, LLC;
CHATTANOOGA MSA LIMITED PARTNERSHIP;
COLLECTIVELY D/B/A CINGULAR WIRELESS**

**PETITION FOR ARBITRATION OF AT&T WIRELESS PCS, LLC
D/B/A AT&T WIRELESS**

PETITION FOR ARBITRATION OF T-MOBILE USA, INC.

**PETITION FOR ARBITRATION OF SPRINT SPECTRUM L.P.
D/B/A SPRINT PCS**

ORDER ADOPTING PROPOSED PROTECTIVE ORDER

This matter is before the Pre-Arbitration Officer pursuant to the filing of a proposed Protective Order by the Commercial Mobile Radio Services ("CMRS") providers on March 8, 2004. The CMRS providers assert that the Rural Coalition of Small LECs and Cooperatives ("Coalition") is in substantial agreement with the use of this Protective Order but wishes to include the Consumer Advocate and Protection Division of the Attorney General's Office ("CAPD") in Section Three of the Order among the individuals with whom confidential information may be shared. Since the CAPD is not a party to this arbitration, this request is denied and

IT IS THEREFORE ORDERED THAT:

The Protective Order filed in this Docket by the CMRS providers on March 8, 2004, attached as Exhibit A, is hereby adopted as the Protective Order governing all proceedings in this matter.

A handwritten signature in cursive script, appearing to read "K Beals", written in black ink.

Kim Beals, Counsel
as Pre-Arbitration Officer

ORIGINAL

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

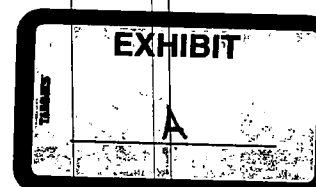
Re: *Petition for Arbitration of Cellco Partnership d/b/a Verizon Wireless, BellSouth Mobility LLC, BellSouth Personal Communications, LLC, Chattanooga MSA Limited Partnership collectively d/b/a Cingular Wireless, AT&T Wireless d/b/a AT&T Wireless, T-Mobile USA, Inc , and Sprint Spectrum d/b/a Sprint PCS*

Docket No. 03-00585

PROTECTIVE ORDER

To expedite the flow of filings, exhibits and other materials, and to facilitate the prompt resolution of disputes as to the confidentiality of such material, adequately protect material entitled to be kept confidential and to ensure that protection is afforded only to material so entitled; the Tennessee Regulatory Authority ("TRA") hereby orders that:

1. For the purpose of this Protective Order (the "Order"), proprietary or confidential information, hereinafter referred to as "CONFIDENTIAL INFORMATION" shall mean documents and information in whatever form which the producing party in good faith deems to contain or constitute trade secrets, confidential commercial information, confidential research, development, financial statements, usage reports or other commercially sensitive information, and which has been so designated by the producing party. A "producing party" is defined as the party creating the confidential information as well as the party having actual physical possession of information produced pursuant to this Order. All summaries, notes, extracts, compilations or other direct or indirect reproduction from or of any protected materials, shall be entitled to protection under this



Order, and shall be stored, protected and maintained in a secure and confidential manner until such time that said material shall be returned or destroyed, as provided for in paragraph 16. Documents containing CONFIDENTIAL INFORMATION shall be specifically marked as confidential on the cover. If only a portion of the information in the document is confidential, the page numbers containing CONFIDENTIAL INFORMATION shall be listed either on the cover or on a subject index page. Each document containing CONFIDENTIAL INFORMATION must be highlighted under or through the passages of information to clearly identify the CONFIDENTIAL INFORMATION without defacing the information or rendering it undecipherable. Any document so designated shall be handled in accordance with this Order. The provisions of any document containing CONFIDENTIAL INFORMATION may be challenged under Paragraph 11 of this Order.

2 Any individual or company subject to this Order, including producing parties or persons reviewing CONFIDENTIAL INFORMATION, shall act in good faith in discharging their obligations hereunder. Parties or nonparties subject to this Order shall include parties which are allowed by the TRA to intervene subsequent to the date of entry of this Protective Order.

3. CONFIDENTIAL INFORMATION shall be used only for purposes of this proceeding and shall be disclosed only to the following persons:

- (a) counsel of record for the parties in this proceeding and any legal support personnel (paralegals and clerical employees) acting at the direction of counsel actively engaged in assisting counsel of record in this and any designated related proceedings;
- (b) other employees, officers, or directors of a party, who are not engaged in competitive decision making, including, but not limited to, the sale or

marketing or pricing of any products or services on behalf of the receiving party,

- (c) TRA Directors and members of the staff of the TRA.
- (d) outside consultants and expert witnesses employed or retained by the parties or their counsel, who have access to CONFIDENTIAL INFORMATION solely for evaluation, testing, testimony, preparation for trial or other services related to this docket.

Under no circumstances shall any CONFIDENTIAL INFORMATION or copies thereof be disclosed to or discussed with anyone associated with the marketing of services in competition with the products, goods or services of the producing party. Counsel for the parties are expressly prohibited from disclosing CONFIDENTIAL INFORMATION produced by another party to their respective clients, or to any other person or entity that does not have a need to know for purpose of preparing for or participating in this proceeding. Whenever an individual, other than a person described in Section 3 (a), (b) or (c) above, is designated to have access, then notice must be given to adversary counsel prior to the access being given to that individual and that individual, prior to seeing the material, must execute an affidavit or declaration that the information will not be disclosed and will not be used other than in this proceeding.

4. Prior to disclosure of CONFIDENTIAL INFORMATION to any individual described in Section 3(a), (b) or (d), the counsel representing the party who is to receive the CONFIDENTIAL INFORMATION, shall provide a copy of this Order to the recipient who shall be bound by the terms of this Order.

5. If any party or non-party subject to this Order inadvertently fails to designate documents as CONFIDENTIAL in accordance with the provisions of this Order when

producing such documents, such failure shall not constitute a waiver of confidentiality; provided the party or non-party who has produced the document shall notify the recipient of the document in writing within five (5) days of discovery of such inadvertent failure to designate the document as CONFIDENTIAL. At that time, the recipients will immediately treat the subject document as CONFIDENTIAL. An inadvertent failure to designate a document as CONFIDENTIAL shall not, in any way, affect the TRA's determination as to whether the document is entitled to CONFIDENTIAL status

6. If any party or non-party subject to this Order inadvertently fails to designate documents as CONFIDENTIAL in accordance with the provisions of this Order when producing such documents and such failure is not discovered in time to provide five (5) day notification to the recipient of the confidential nature of the documents referenced in the paragraph above, the failure shall not constitute a waiver of confidentiality and a party by written motion or by oral motion at a Pre-Hearing Conference called for the purpose or at the Hearing on the merits may request designation of such documents as CONFIDENTIAL, and if the motion is granted by the Pre-Hearing Officer, Administrative Law Judge, or the Authority, the recipients shall immediately treat the subject documents as CONFIDENTIAL. The Tennessee Regulatory Authority, the Pre-Hearing Officer or Administrative Law Judge may also, at his or her discretion, either before or during the Pre-Hearing Conference or hearing on the merits of the case, allow information to be designated CONFIDENTIAL and treated as such in accordance with the terms of this Order.

7. Any papers filed in this proceeding that contain, quote, paraphrase, compile or otherwise disclose documents covered by the terms of this Order, or any information contained therein, shall be filed and maintained in the TRA Docket Room in sealed envelopes marked CONFIDENTIAL and labeled to reflect the style of this proceeding, the docket number, the contents of the envelope sufficient to identify its subject matter, and this Protective Order. Such envelopes shall be maintained in a locked filing cabinet. The envelopes shall not be opened or their contents reviewed by anyone except upon order of the TRA, Pre-Hearing Officer, or Administrative Law Judge after due notice to counsel of record. Notwithstanding the foregoing, the Directors and the Staff of the TRA may review any paper filed as CONFIDENTIAL without obtaining an order of the TRA, Pre-Hearing Officer or Administrative Law Judge, provided the Directors and Staff maintain the confidentiality of the paper in accordance with the terms of this Order.

8. Documents, information and testimony designated as CONFIDENTIAL, in accordance with this Order, may be disclosed in testimony at the hearing of this proceeding and offered into evidence used in any hearing related to this action, subject to the T.C A. Sections 65-5-109 and 4-5-313 and to such future orders as the TRA, the Pre-Hearing Officer, or the Administrative Law Judge may enter. Any party intending to use documents, information, or testimony designated CONFIDENTIAL shall inform the producing party and the TRA, the Pre-Hearing Officer, or the Administrative Law Judge, prior to the hearing on the merits of the case, of the proposed use; and shall advise the TRA, the Pre-Hearing Officer, or the Administrative Law Judge, and the producing party before use of such information during cross-examination so that appropriate measures can

be taken by the TRA, the Pre-Hearing Officer, or the Administrative Law Judge, and/or requested by the producing party in order to protect the confidential nature of the information.

9. Except for documents filed in the TRA Docket Room, all documents covered by the terms of this Order that are disclosed to the requesting party shall be maintained separately in files marked CONFIDENTIAL, labeled with reference to this Order and maintained in a secure location.

10. Nothing herein shall be construed as preventing any party from continuing to use and disclose any information (a) that is in the public domain, or (b) that subsequently becomes part of the public domain through no act of such party, or (c) that is disclosed to it by a third party, where said disclosure does not itself violate any contractual or legal obligation, or (d) that is independently developed by a party, or (e) that is known or used by it prior to this proceeding. The burden of establishing the existence of (a) through (e) shall be upon the party attempting to use or disclose such information.

11. Any party may contest the designation of any document or information as CONFIDENTIAL by applying to the TRA, Pre-Hearing Officer, Administrative Law Judge or the courts, as appropriate, for a ruling that the documents, information, or testimony should not be so treated. All documents, information and testimony designated as CONFIDENTIAL, however, shall be maintained as such until the TRA, the Pre-Hearing Officer, the Administrative Law Judge, or a court orders otherwise. A Motion to contest must be filed not later than ten (10) days prior to the Hearing on the Merits. Any Reply from the Company seeking to protect the status of their CONFIDENTIAL INFORMATION

must be received not later than five (5) days prior to the Hearing on the Merits and shall be presented to the Authority at the Hearing on the merits for a ruling.

12. Nothing in this Order shall prevent any party from asserting any objection to discovery. Nothing in this Order is intended to limit or expand the statutory authority of the Attorney General or the Consumer Advocate Division as expressed in *T.C.A. § 10-7-504(a)* titled *Confidential Records*, and *T.C.A. § 65-4-118* titled *Consumer Advocate Division*.

13. Non-party witnesses, including entities responding to subpoenas, data requests or third party discovery propounded by parties or the TRA, shall be entitled to invoke the provisions of this Order by designating information disclosed or documents produced for use in this action as CONFIDENTIAL in which event the provisions of this Order shall govern the disclosure of information or documents provided by the non-party witness. A non-party witness' designation of information as confidential may be challenged under Paragraph 11 of this Order.

14. No person authorized under the terms herein to receive access to documents, information, or testimony designated as CONFIDENTIAL shall be granted access until such person has complied with the requirements set forth in paragraph 4 of this Order

15. Any person to whom disclosure or inspection is made in violation of this Order shall be bound by the terms of this Order.

16. Upon an order becoming final in this proceeding or any appeals resulting from such an order, all the filings, exhibits and other materials and information designated

CONFIDENTIAL and all copies thereof shall be returned to counsel for the party who produced (or originally created) the filings, exhibits and other materials, or destroyed, at the request of the producing party. Subject to paragraph 7 above, the TRA may retain copies of information designated as confidential. Upon the receipt of a request for return or destruction of documents containing CONFIDENTIAL INFORMATION, counsel who received the filings, exhibits and other materials shall certify to counsel for the producing party that all the filings, exhibits and other materials, plus all copies or extracts from the filings, exhibits and other materials and all copies of the extracts from the filings, exhibits and other materials have been delivered to counsel for the producing party or destroyed.

17. After termination of this proceeding, the provisions of this Order relating to the secrecy and confidential nature of CONFIDENTIAL DOCUMENTS, information and testimony shall continue to be binding upon parties herein and their officers, employers, employees, agents, and/or others for five years unless this Order is vacated or modified.

18. Nothing herein shall prevent entry of a subsequent order, upon an appropriate showing, requiring that any documents, information or testimony designated as CONFIDENTIAL shall receive protection other than that provided herein.

Kim Beals
Pre-Arbitration Officer

Dated _____

CERTIFICATE OF SERVICE

I hereby certify that on March 8, 2004, a copy of the foregoing document was serviced electronically on the parties of record:

J Barclay Phillips, Esq.
Miller & Martin LLP
1200 One Nashville Place
150 Fourth Avenue North
Nashville, Tennessee 37219

Elaine Critides
Verizon Wireless
1300 I. Street, N W.
Suite 400 West
Washington, D.C. 20005

Stephen G. Kraskin, Esq
Kraskin, Lesse & Cosson LLP
2120 L Street NW, Suite 520
Washington, DC 20037

J. Gray Sasser, Esq.
Miller & Martin LLP
1200 One Nashville Place
150 Fourth Ave. North
Nashville, Tennessee 37219

Paul Walters, Jr.
15 East 1st St.
Edmond, OK 73034

Mark J Ashby
Cingular Wireless
5565 Glenridge Connector
Suite 1700
Atlanta, GA 30342

Marin Fettman
Corporate Counsel, Regulatory Affairs
T-Mobile USA, Inc.
12920 SE 38th Street
Bellevue, WA 98006

Suzanne Toller, Esq.
Davis Wright Tremaine LLP
One Embarcadero Center, #600
San Francisco, CA 94111-3611

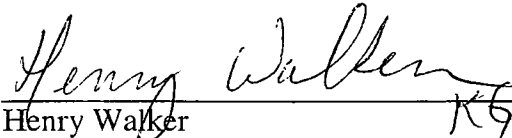
Beth K. Fujimoto, Esq.
AT&T Wireless Services, Inc.
7277 164th Ave., NE
Redmond, WA 90852

James B. Wright
Sprint
14111 Capital Boulevard
Wake Forest, NC 27587

Monica M. Barone
Sprint PCS
6450 Sprint Parkway, MailStop 2A459
Overland Park, KS 66251

Tom Sams
Cleartalk
1600 Ute Avenue
Grand Junction, CO 81501

Dan Menser
Sr. Corporate Counsel
T-Mobile USA, Inc
12920 SE 38th Street
Bellevue, WA 98006


Henry Walker



BOULT • CUMMINGS
CONNERS • BERRY PLC

Henry Walker
(615) 252-2363
Fax (615) 252-6363
Email hwalker@boultoncummings.com

March 8, 2004

Hon. Kim Beals, Hearing Officer
Tennessee Regulatory Authority
460 James Robertson Pkwy.
Nashville, Tennessee 37243-0505

Re: Petition for Arbitration of Cellco Partnership D/B/A Verizon Wireless,
BellSouth Mobility LLC; BellSouth Personal Communications, LLC,
Chattanooga MSA Limited Partnership collectively d/b/a Cingular
Wireless, AT&T Wireless d/b/a AT&T Wireless, T-Mobile USA, Inc., and
Sprint Spectrum d/b/a Sprint PCS
Docket No. 03-00585

Dear Kim:

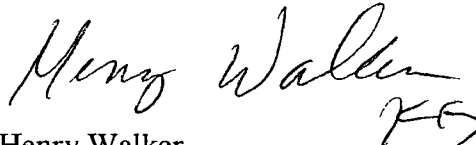
On behalf of the CMRS providers, I have enclosed a proposed, protective order in the above-captioned proceeding. The order is based on the TRA's standard order.

Counsel for the ICOs has stated that he concurs in the language of the proposed order with one additional suggestion: he wishes to include the Consumer Advocate as among those to whom confidential information may be disclosed. (See Section 3 of the Order.) The CMRS providers cannot agree with that suggestion since the Consumer Advocate is not a party and, according to TRA precedent, cannot become a party to an arbitration proceeding.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By:


Henry Walker

cc: Parties of record
HW/k